

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WISCONSIN**

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LAWRENCE BASS, PAUL BERGER AND  
ROBERT GARFIELD, PARTNERS OF  
DATA KEY PARTNERS, ON BEHALF OF  
DATA KEY PARTNERS AND ALL  
OTHERS SIMILARLY SITUATED,

Plaintiff,

Case No. 11-CV-688-bbc

v.

PERMIRA ADVISERS LLC, RAPHAEL  
HOLDING COMPANY, RAPHAEL  
ACQUISITION CORP., TERRANCE D.  
PAUL, JUDITH AMES PAUL, ADDISON L.  
PIPER, HAROLD E. JORDAN, MARK D.  
MUSICK, RANDALL J. ERICKSON, and  
GLENN R. JAMES,

Defendants,

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**STIPULATION OF DISMISSAL AND [PROPOSED] ORDER OF DISMISSAL**

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**WHEREAS** this action is a putative shareholder class action brought by Plaintiffs on behalf of themselves and a proposed class of certain former public shareholders of Renaissance Learning, Inc.; and

**WHEREAS** federal jurisdiction originally rested on asserted violations of Section 14(a) of the Securities Exchange Act of 1934, 15 U.S.C. § 78n(a), and Rule 14a-9 promulgated thereunder, 17 C.F.R. § 240.14a-9; and

**WHEREAS** Plaintiffs deleted these claims in their First Amended Class Action Complaint, thereby raising questions as to the continuing propriety of litigating this case in federal court; and

**WHEREAS** a substantially similar action on behalf of the same proposed class is pending in the Circuit Court of Wood County, Wisconsin (the “State Action”); and

**WHEREAS** the State Action was commenced prior to the present action, making it the first filed action; and

**WHEREAS** the parties agree that two essentially identical actions on behalf of the same putative class should not proceed simultaneously in two separate courts; and

**WHEREAS** the parties agree that the pendency of the State Action will protect any claims putative class members may have; and

**WHEREAS** because the parties are stipulating to dismissal of the present action without prejudice, the parties agree that notice to putative class members is not required by Fed. R. Civ. P. 23(e),

**NOW THEREFORE**, it is stipulated as follows, subject to approval of the Court:

1. This action is dismissed without prejudice and with all parties to bear their own fees and costs. No consideration has been furnished or promised to Plaintiffs or their counsel for the dismissal of this action.
2. Notice to the putative class shall not be required or given both because the dismissal is without prejudice and because putative class members are protected by the continued pendency of the State Action.

**IT IS SO STIPULATED**

Dated: November 28, 2011

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**ORDER**

Having read the above stipulation and approving thereof, it is ORDERED:

1. This action is dismissed without prejudice and with all parties to bear their own fees and costs.

Dated: November \_\_, 2011

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United States District Judge